

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
 : **Chapter 11**
SEARS HOLDINGS CORP., et al., :
 : **Case No. 18-23538 (RDD)**
 :
Debtors.¹ : **(Jointly Administered)**
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**MCANDREWS, HELD AND MALLOY'S THIRD MONTHLY FEE
STATEMENT FOR COMPENSATION EARNED AND EXPENSES
INCURRED FOR FEBRUARY 2019**

Name of Applicant: McAndrews, Held & Malloy Ltd.

Authorized to Provide Professional Services
to: Debtors and Debtors in Possession

Date of Retention: December 21, 2018, *nunc pro tunc* to
October 15, 2018 (Dkt. No. 1389)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Period for which compensation and reimbursement is sought: February 1, 2019 through February 10, 2019

Monthly Fees Incurred: \$49,088.30

20% Holdback: \$9,817.66

Total Compensation Less 20% Holdback: \$39,270.64

Monthly Expenses Incurred: \$663.77

Total Fees and Expenses Due: \$39,934.41

This is a: X monthly ___ interim ___ final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (Dkt. No. 796) (the “Interim Compensation Order”)² McAndrews, Held & Malloy, Ltd. (“McAndrews”) hereby submits this third monthly fee statement (the “Third Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as intellectual property attorneys to the Debtors, for February 1-10, 2019 (the “Third Monthly Fee Period”).

As noted in more detail in McAndrews’ retention application and accompanying declarations, McAndrews has served as Sears’s primary intellectual property counsel for almost seven years. McAndrews has been retained by this

² Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Interim Compensation Order.

Court to provide – and pursuant to this Third Monthly Fee Statement seeks payment for – the following IP services:

1. The Fixed Fee Services: Paragraph 10 of McAndrews’ Retention Application identifies several “Fixed Fee Services” (e.g., preparation and prosecution of new trademark/copyright applications, monitoring significant trademarks for Debtors) for which Debtors pay an annual fixed fee amount (currently \$525,000). The Fixed Fee Services for February have been allocated between Debtors and Transform, which acquired the Debtor’s assets on February 11, 2019 (i.e., Debtors have been charged for 11/28ths of the February total for the Fixed Fee Services). Attached as Exhibit A are copies of invoices providing details of such Fixed Fee Services for February 1-10, 2019.

2. The Flat Fee Services: In addition to the Fixed Fee Services, McAndrews handles the preparation, filing and prosecution of Sears’s patent applications worldwide (the “Flat Fee Services”). McAndrews has set caps for particular prosecution-related actions (e.g., filing a provisional patent application or responding to an office action). To the extent that the billed time exceeded a given cap, McAndrews applies a discount so that the final billed amount equaled the cap. Attached as Exhibit B are copies of invoices providing details of such Flat Fee Services for projects completed on February 1-10, 2019.

3. The Off-the-Fixed Fee Services: Finally, McAndrews has assisted in several IP-related matters not included in the Fixed Fee or Flat Fee Services (hereinafter, the “Off-the-Fixed Fee Services”). Over the past few months, this work has included, for example, assisting with (i) the preparation of IP schedules for financing and IP-monetization efforts (e.g., the sale of Debtor’s assets to Transform); (ii) IP-related claims and litigation matters; and (iii) trademark clearance and opinions. Attached as Exhibit C are copies of invoices providing details of such Off-the-Fixed Fee Services for February 1-10, 2019. For each of these invoices, McAndrews has charged a discounted rate (of at least 20%) previously agreed to by the parties.

4. Below is a chart identifying the MHM employees that provided the foregoing services:

Name	Title	Rate	Hours Billed
Chris Winslade	Attorney	\$560	12.4 ³
Patrick Arnold	Attorney	\$440	13.4
Ronald Spuhler	Attorney	\$464	106.9
Michael Cruz	Attorney	\$456	45.3
Jeff Huter	Attorney	\$396	21.4
Phil Sheridan	Attorney	\$376	15.1
Phil Ruben	Attorney	\$330	.6
Joshua Aldort	Attorney	\$272	31.0
Rami Moussa	Attorney	\$264	.1
Kevin Borg	Patent Agent	\$264	.2
Delia Dominguez	Paralegal	\$184	6.6

³ .15 hours of Mr. Winslade’s time were deducted from the Flat Fee invoice in order to meet the per-transaction caps set by the parties’ agreement.

Anna Franz	Paralegal	\$184	2.3
Erika Avitia	Paralegal	\$184	1.8
Sarah Howard	Paralegal	\$184	6.4
Nancy Monaco	Paralegal	\$184	9.7
Celia Bahena	Paralegal	\$184	1.4

A detailed breakdown of the services rendered by each individual and disbursement incurred is included in the invoices attached as Exhibits A-C hereto.

5. Below is a summary of the McAndrews' bills for the Third Monthly Fee Period:

Billing Type	Exhibit	Billed Amount
February Fixed Fee	A	\$17,187.50 (allocation of \$43,750 monthly amount per parties' contract)
January Flat Fee	B	\$15,344 fees: \$14,744 expenses: \$600
January Off-the-Fixed Fee	C	\$17,220.57 fees: \$17,156.80 expenses: \$63.77
	<u>Total</u>	\$49,752.07 fees: \$49,088.30 expenses: \$663.77

By this Third Monthly Fee Statement, McAndrews seeks payment in the amount of \$39,934.41 that includes: (i) \$39,270.64, which represents eighty percent (80%) of the total amount of compensation sought for the Fixed Fee, Flat Fee and Off-the-Fixed Fee Services rendered during the Third Monthly Fee Period, and (ii) \$663.77,

which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Notice and Objection Procedures

6. Notice of this Third Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (v) counsel to Bank of

America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

7. Objections to this Third Monthly Fee Statement, if any, must be served upon the undersigned and the Notice Parties so as to be received no later than **April 14, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

8. If no objections to this Third Monthly Fee Statement are served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

9. If an objection to this Third Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Third Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: March 27, 2019

/s/ Ronald H. Spuhler

Ronald H. Spuhler
Shareholder
McAndrews, Held & Malloy, Ltd.

Exhibit A

February Fixed Fee



FEDERAL ID.: 36-3592692

Sears Holdings Management Corp

Attn: Law Department - Invoice Processing,
Location B6-257B
3333 Beverly Road
Hoffman Estates, IL 60179

February 10, 2019

**PLEASE INDICATE INVOICE NUMBER
ON REMITTANCE**

Closing Date: 02/10/2019

Invoice No.: 156598

Client No.: 02736

REMITTANCE PAGE

Invoice Summary

Total Current Invoice

\$17,187.50

Total Amount Due (USD):

\$17,187.50

If you have any questions, please contact Patrick Arnold at 312-775-8112 or parnold@mcandrews-ip.com.

Send Check Payments To:

McAndrews, Held & Malloy, Ltd., Attn: Accounting Department, 500 W. Madison St., Suite 3400, Chicago, Illinois 60661

Wire ACH/Wire Transfer Payments To:

McAndrews, Held & Malloy, Ltd.
PNC Bank
249 Fifth Avenue
One PNC Plaza
Pittsburgh, Pennsylvania 15222

ABA: 043-000-096
ACH Routing Number: 071921891
Wire Routing Number: 041000124
Swift Code: PNCCUS33
Account Number: 4602733592

When sending an ACH/Wire transfer, please reference all invoices being paid. A remittance email should be sent to accounting@mcandrews-ip.com with the client name, date sent, amount and invoice numbers.

PAYMENT IS DUE WITHIN 30 DAYS OF RECEIPT



ELECTRONIC INVOICE DETAIL

In Account with:
MCANDREWS, HELD & MALLOY, LTD.
500 W. Madison St. Suite 3400 Chicago, IL
60661
(T): (312) 775-8000 (F): (312) 775-8100
<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

Sears Holdings Management Corp
Attn: Law Department - Invoice Processing,
Location B6-257B
3333 Beverly Road
Hoffman Estates, IL 60179

Invoice Date:	2019-02-10
Closing Date:	2019-02-10
Client No:	02736
Invoice No:	156598

IN REFERENCE TO:

Total Outstanding: \$272.00

Title:	Sears v. Muniraj Synthetics (Sears - Class 24)	Matter Recap
Our Matter No.:	02736-80964US01	Fees: \$272.00
Area Of Law:	General	Disbursements: \$0.00
Country:	United States	Total Billed: \$272.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Receive report from the FA regarding whether to further pursue the applicant. Review matter and draft report to Sears. Task: TR240 Activity: A106	JAA	1.00	\$272.00	\$272.00
Matter Subtotal For Hourly Fees:					\$272.00

Hourly Fees Recap

J.Aldort (JAA)	1.00 at \$272.00	\$272.00
Totals:	1.00	\$272.00

Matter Services Total \$272.00

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FEDERAL ID.: 36-3592692

IN REFERENCE TO:**Total Outstanding: \$11,746.30**

Title: GENERAL LEGAL MATTERS
Our Matter No.: 02736-77041US01
Area Of Law: General
Country: United States

Matter Recap

Fees: \$11,746.30
Disbursements: \$0.00
Total Billed: \$11,746.30



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FEDERAL ID.: 36-3592692

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/01/2019	Legal analysis concerning abandonment of certain trademarks and correspondence concerning the same. Task: TR120 Activity: A104	PJA	1.00	\$440.00	\$440.00
02/01/2019	Attended to outstanding patent and TM matters. Task: C300 Activity: A104	RHS	1.40	\$464.00	\$649.60
02/01/2019	Review of FITSTUDIO application and specimen; legal research regarding use of "health" and "fitness" in ID of goods. Task: C200 Activity: A104	RHS	1.30	\$464.00	\$603.20
02/04/2019	Review and legal analysis of trademark correspondence as necessary. Task: TR120 Activity: A104	PJA	0.80	\$440.00	\$352.00
02/05/2019	Review and legal analysis of trademark correspondence as necessary. Task: TR120 Activity: A104	PJA	0.80	\$440.00	\$352.00
02/06/2019	Review and legal analysis of trademark correspondence as necessary. Task: TR120 Activity: A104	PJA	0.50	\$440.00	\$220.00
02/06/2019	Attended to outstanding patent and TM matters. Task: C300 Activity: A104	RHS	1.50	\$464.00	\$696.00
02/07/2019	Review and legal analysis of trademark correspondence and issues as necessary. Task: TR120 Activity: A104	PJA	1.00	\$440.00	\$440.00
02/08/2019	Review and legal analysis of trademark correspondence as necessary. Task: TR120 Activity: A104	PJA	0.50	\$440.00	\$220.00
02/08/2019	Attended to outstanding patent and TM matters (1.2); attended to billing issues, including review of bills in connection with preparation of fee statement and reviewing/approving foreign associate invoices; conferral with FA's regarding same (1.9); preparation of monthly status reports (1). Task: C300 Activity: A104	RHS	4.10	\$464.00	\$1,902.40
02/10/2019	Fixed Fee Upcharge. Task: TR120 Activity: A103	MHM	1.00	\$5,871.10	\$5,871.10

Matter Subtotal For Hourly Fees:

\$11,746.30

Hourly Fees Recap

.MH&M (MHM)	1.00 at \$5,871.10	\$5,871.10
R.Spuhler (RHS)	8.30 at \$464.00	\$3,851.20
P.Arnold (PJA)	4.60 at \$440.00	\$2,024.00
Totals:	13.90	\$11,746.30

Matter Services Total

\$11,746.30

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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$1,245.60
Title:	GENERAL TRADEMARK	Matter Recap	
Our Matter No.:	02736-77044US01	Fees:	\$1,245.60
Area Of Law:	General	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$1,245.60

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/01/2019	Review, research and draft report on the possible opposition of a Korean application for DIEHARD. Task: TR240 Activity: A104	JAA	0.70	\$272.00	\$190.40
02/04/2019	Finalize report to Sears on the possible opposition of the Korean application for DIEHARD. Task: TR240 Activity: A103	JAA	1.00	\$272.00	\$272.00
02/05/2019	Review watch notice and prepare report to Sears on the possible opposition of a Chinese application for SEARS AUTO CENTER. Task: TR240 Activity: A106	JAA	1.00	\$272.00	\$272.00
02/06/2019	Creation and review of excel chart for monthly active matters (.40); sending chart to V. Napolitano (.10). Task: TR720 Activity: A106	NLM	0.50	\$184.00	\$92.00
02/07/2019	Review this week's watch notices. Task: TR250 Activity: A104	JAA	1.00	\$272.00	\$272.00
02/07/2019	Prepared an Excel spreadsheet reporting the Office Actions received in January (.40); and forwarded same to J. Aldort for review (.10). Task: TR720 Activity: A110	NLM	0.50	\$184.00	\$92.00
02/07/2019	Reviewed incoming mail for Office Actions due in March (.20); and correspondence with J. Aldort re same (.10). Task: TR720 Activity: A105	NLM	0.30	\$184.00	\$55.20
Matter Subtotal For Hourly Fees:					\$1,245.60

Hourly Fees Recap		
J.Aldort (JAA)	3.70 at \$272.00	\$1,006.40
N.Monaco (NLM)	1.30 at \$184.00	\$239.20
Totals:	5.00	\$1,245.60

Matter Services Total	\$1,245.60
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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$147.20
Title:	SLIDABLE BIN WITHIN A REFRIGERATOR DRAWER (13/953436)	Matter Recap	
Our Matter No.:	02736-25988US01 (Your Ref. No.:2017002977)	Fees:	\$147.20
Area Of Law:	Patent (Utility)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$147.20

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/08/2019	Review of Notice of Allowance from United States Patent and Trademark Office; review and update computer docket system and case file; preparation of allowed claims; correspondence to client forwarding copy of Notice of Allowance. Task: P260 Activity: A106	SAH	0.80	\$184.00	\$147.20
Matter Subtotal For Hourly Fees:					\$147.20

Hourly Fees Recap			
S.Howard (SAH)	0.80	at \$184.00	\$147.20
Totals:	0.80		\$147.20
Matter Services Total			\$147.20



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$99.60
Title:	DISPLAY SCREEN OR PORTION THEREOF WITH A SET OF ICONS (29/611042)	Matter Recap	
Our Matter No.:	02736-27174US02 (Your Ref. No.:2017003022)	Fees:	\$99.60
Area Of Law:	Patent (Design Patent)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$99.60

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Reviewing and analyzing Notice of Allowance for accuracy, including: drawings and ownership; and reporting to client. Task: PA430 Activity: A104	DHB	0.30	\$332.00	\$99.60
Matter Subtotal For Hourly Fees:					\$99.60

Hourly Fees Recap		
D.Barnes (DHB)	0.30 at \$332.00	\$99.60
Totals:	0.30	\$99.60
Matter Services Total		\$99.60



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$182.40
Title:	SYSTEM AND METHOD PROVIDING EXPERT AUDIENCE TARGETING (14/638256)	Matter Recap	
Our Matter No.:	02736-27861US02 (Your Ref. No.:2017002124)	Fees:	\$182.40
Area Of Law:	Patent (Utility)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$182.40

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
01/14/2019	Prepare information disclosure statement; file information disclosure statement with United States Patent and Trademark Office. Task: QC432 Activity: A103	MTC	0.40	\$456.00	\$182.40

Matter Subtotal For Hourly Fees: \$182.40

Hourly Fees Recap		
M.Cruz (MTC)	0.40 at \$456.00	\$182.40
Totals:	0.40	\$182.40

Matter Services Total \$182.40



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$228.00
Title:	METHODS AND SYSTEMS SUPPORTING ONLINE SHOPPING AS A SHARED AND SOCIAL ACTIVITY (16/186969)	Matter Recap	
Our Matter No.:	02736-28381US02 (Your Ref. No.:2011005733)	Fees:	\$228.00
Area Of Law:	Patent (Non-Provisional)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$228.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Review prosecution history and notice to file missing parts of application; prepare response to notice; file response with United States Patent and Trademark Office. Task: QC432 Activity: A103	MTC	0.50	\$456.00	\$228.00

Matter Subtotal For Hourly Fees: **\$228.00**

Hourly Fees Recap		
M.Cruz (MTC)	0.50 at \$456.00	\$228.00
Totals:	0.50	\$228.00

Matter Services Total **\$228.00**



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$92.00
Title:	LOYALTY PROGRAM SYSTEM, APPARATUS, AND MEDIA (14/644689)	Matter Recap	
Our Matter No.:	02736-28432US01 (Your Ref. No.:2017002133)	Fees:	\$92.00
Area Of Law:	Patent (Utility)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$92.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/05/2019	Review Notice of Recordation of Assignment from United States Patent and Trademark Office; review and update case file and computer docket system with relevant information. Task: P260 Activity: A106	SAH	0.50	\$184.00	\$92.00

Matter Subtotal For Hourly Fees:	\$92.00
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Hourly Fees Recap		
S.Howard (SAH)	0.50 at \$184.00	\$92.00
Totals:	0.50	\$92.00

Matter Services Total	\$92.00
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<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$92.00
Title:	OVATION STAND MIXER (MX/f/2018/003483)	Matter Recap	
Our Matter No.:	02736-63135MX02 (Your Ref. No.:2012002455)	Fees:	\$92.00
Area Of Law:	Patent	Disbursements:	\$0.00
Country:	Mexico	Total Billed:	\$92.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Prepare and forward correspondence and certified priority document to foreign associate for filing with Mexican Patent Office; review and update case file and computer docket system. to foreign associate; review and update case file and computer docket system with relevant information. Task: PA600 Activity: A107	DSD	0.50	\$184.00	\$92.00
Matter Subtotal For Hourly Fees:					\$92.00

Hourly Fees Recap			
D.Dominguez (DSD)	0.50	at \$184.00	\$92.00
Totals:	0.50		\$92.00
Matter Services Total			\$92.00



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(T): (312) 775-8000 (F): (312) 775-8100
<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

IN REFERENCE TO:

Total Outstanding: \$147.20

Title: Ovation stand mixer (29/663876)
Our Matter No.: 02736-63135US02
Area Of Law: Patent (Design Patent)
Country: United States

Matter Recap

Fees: \$147.20
Disbursements: \$0.00
Total Billed: \$147.20

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/06/2019	Review of Notice of Allowance from United States Patent and Trademark Office; review and update computer docket system and case file; correspondence to client enclosing copy of Notice of Allowance. Task: P260 Activity: A106	SAH	0.80	\$184.00	\$147.20

Matter Subtotal For Hourly Fees: \$147.20

Hourly Fees Recap

S.Howard (SAH)	0.80 at \$184.00	\$147.20
Totals:	0.80	\$147.20

Matter Services Total \$147.20



ELECTRONIC INVOICE DETAIL

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500 W. Madison St. Suite 3400 Chicago, IL
60661
(T): (312) 775-8000 (F): (312) 775-8100
<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$92.00
Title:	Mixer Bowl (MX/f/2018/003482)	Matter Recap	
Our Matter No.:	02736-63285MX01 (Your Ref. No.:2012002455)	Fees:	\$92.00
Area Of Law:	Patent (Design Patent)	Disbursements:	\$0.00
Country:	Mexico	Total Billed:	\$92.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Prepare and forward correspondence and certified priority document to foreign associate for filing with Mexican Patent Office; review and update case file and computer docket system. to foreign associate; review and update case file and computer docket system with relevant information. Task: PA600 Activity: A107	DSD	0.50	\$184.00	\$92.00
Matter Subtotal For Hourly Fees:					\$92.00

Hourly Fees Recap			
D.Dominguez (DSD)	0.50	at \$184.00	\$92.00
Totals:	0.50		\$92.00
Matter Services Total			\$92.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$92.00
Title:	Mixer Splash Guard (MX/f/2018/003480)	Matter Recap	
Our Matter No.:	02736-63286MX01	Fees:	\$92.00
Area Of Law:	Patent	Disbursements:	\$0.00
Country:	Mexico	Total Billed:	\$92.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Prepare and forward correspondence and certified priority document to foreign associate for filing with Mexican Patent Office; review and update case file and computer docket system. to foreign associate; review and update case file and computer docket system with relevant information. Task: PA600 Activity: A107	DSD	0.50	\$184.00	\$92.00
Matter Subtotal For Hourly Fees:					\$92.00

Hourly Fees Recap			
D.Dominguez (DSD)	0.50	at \$184.00	\$92.00
Totals:	0.50		\$92.00
Matter Services Total			\$92.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$92.00
Title:	Egg Separator (MX/f/2018/003477)	Matter Recap	
Our Matter No.:	02736-63288MX01	Fees:	\$92.00
Area Of Law:	Patent (Design Patent)	Disbursements:	\$0.00
Country:	Mexico	Total Billed:	\$92.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Prepare and forward correspondence and certified priority document to foreign associate for filing with Mexican Patent Office; review and update case file and computer docket system. to foreign associate; review and update case file and computer docket system with relevant information. Task: PA600 Activity: A107	DSD	0.50	\$184.00	\$92.00
Matter Subtotal For Hourly Fees:					\$92.00

Hourly Fees Recap			
D.Dominguez (DSD)	0.50	at \$184.00	\$92.00
Totals:	0.50		\$92.00
Matter Services Total			\$92.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$92.00
Title:	MIXER FUNNEL (MX/f/2018/003478)	Matter Recap	
Our Matter No.:	02736-63289MX01	Fees:	\$92.00
Area Of Law:	Patent (Design Patent)	Disbursements:	\$0.00
Country:	Mexico	Total Billed:	\$92.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Prepare and forward correspondence and certified priority document to foreign associate for filing with Mexican Patent Office; review and update case file and computer docket system. to foreign associate; review and update case file and computer docket system with relevant information. Task: PA600 Activity: A107	DSD	0.50	\$184.00	\$92.00
Matter Subtotal For Hourly Fees:					\$92.00

Hourly Fees Recap			
D.Dominguez (DSD)	0.50	at \$184.00	\$92.00
Totals:	0.50		\$92.00
Matter Services Total			\$92.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$92.00
Title:	GRATER (MX/f/2018/003481)	Matter Recap	
Our Matter No.:	02736-63290MX01	Fees:	\$92.00
Area Of Law:	Patent (Design Patent)	Disbursements:	\$0.00
Country:	Mexico	Total Billed:	\$92.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Prepare and forward correspondence and certified priority document to foreign associate for filing with Mexican Patent Office; review and update case file and computer docket system. to foreign associate; review and update case file and computer docket system with relevant information. Task: PA600 Activity: A107	DSD	0.50	\$184.00	\$92.00
Matter Subtotal For Hourly Fees:					\$92.00

Hourly Fees Recap			
D.Dominguez (DSD)	0.50	at \$184.00	\$92.00
Totals:	0.50		\$92.00
Matter Services Total			\$92.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$435.20
Title:	FITSTUDIO (85/211768)	Matter Recap	
Our Matter No.:	02736-36131US01 (Your Ref. No.:054151.803300)	Fees:	\$435.20
Area Of Law:	Trademark (Trademark)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$435.20

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/01/2019	Prepare the post registration OA response for this registration.	JAA	1.60	\$272.00	\$435.20
	Task: TR400		Activity: A103		
Matter Subtotal For Hourly Fees:					\$435.20

Hourly Fees Recap		
J.Aldort (JAA)	1.60 at \$272.00	\$435.20
Totals:	1.60	\$435.20
Matter Services Total		\$435.20



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$272.00
Title:	STEAM TREAT (85/421259)	Matter Recap	
Our Matter No.:	02736-36494US02 (Your Ref. No.:054151.684401)	Fees:	\$272.00
Area Of Law:	Trademark (Trademark)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$272.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/05/2019	Draft and file the 8&15 Declaration for this registration.	JAA	1.00	\$272.00	\$272.00
	Task: TR400		Activity: A103		
Matter Subtotal For Hourly Fees:					\$272.00

Hourly Fees Recap		
J.Aldort (JAA)	1.00 at \$272.00	\$272.00
Totals:	1.00	\$272.00
Matter Services Total		\$272.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$272.00
Title:	TIMED OXI (77/156001)	Matter Recap	
Our Matter No.:	02736-36541US01 (Your Ref. No.:054151.691900)	Fees:	\$272.00
Area Of Law:	Trademark (Trademark)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$272.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/04/2019	Draft and file the Renewal for this Registration.	JAA	1.00	\$272.00	\$272.00
	Task: TR400		Activity: A103		
Matter Subtotal For Hourly Fees:					\$272.00

Hourly Fees Recap		
J.Aldort (JAA)	1.00 at \$272.00	\$272.00
Totals:	1.00	\$272.00
Matter Services Total		\$272.00

**ELECTRONIC
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FEDERAL ID.: 36-3592692

IN REFERENCE TO:**Total Outstanding: \$136.00**

Title:	POWERED BY SERVICELIVE (87/085872)	Matter Recap
Our Matter No.:	02736-39608US01	Fees: \$136.00
Area Of Law:	Trademark (Trademark)	Disbursements: \$0.00
Country:	United States	Total Billed: \$136.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/01/2019	Draft and file the 3rd EXOT for this application.	JAA	0.50	\$272.00	\$136.00
Task: TR400		Activity: A103			
Matter Subtotal For Hourly Fees:					\$136.00

Hourly Fees Recap

J.Aldort (JAA)	0.50 at \$272.00	\$136.00
Totals:	0.50	\$136.00

Matter Services Total \$136.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$136.00
Title:	TASKERBEE (87/294881)	Matter Recap	
Our Matter No.:	02736-39729US01	Fees:	\$136.00
Area Of Law:	Trademark (Trademark)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$136.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/08/2019	Draft and file the 3rd EXOT for this application.	JAA	0.50	\$272.00	\$136.00
	Task: TR400		Activity: A103		
Matter Subtotal For Hourly Fees:					\$136.00

Hourly Fees Recap		
J.Aldort (JAA)	0.50 at \$272.00	\$136.00
Totals:	0.50	\$136.00
Matter Services Total		\$136.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:

Total Outstanding: \$136.00

Title: STRATABEE (87/294924)
Our Matter No.: 02736-39730US01
Area Of Law: Trademark (Trademark)
Country: United States

Matter Recap

Fees: \$136.00
Disbursements: \$0.00
Total Billed: \$136.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/08/2019	Draft and file the 3rd EXOT for this application.	JAA	0.50	\$272.00	\$136.00
	Task: TR400				
	Activity: A103				

Matter Subtotal For Hourly Fees: \$136.00

Hourly Fees Recap

J.Aldort (JAA)	0.50 at \$272.00	\$136.00
Totals:	0.50	\$136.00

Matter Services Total \$136.00



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<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$136.00
Title:	BETTER PROCESS, BIGGER BUZZ (87/294932)	Matter Recap	
Our Matter No.:	02736-39731US01	Fees:	\$136.00
Area Of Law:	Trademark (Trademark)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$136.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/08/2019	Draft and file the 3rd EXOT for this application.	JAA	0.50	\$272.00	\$136.00
	Task: TR400		Activity: A103		
	Matter Subtotal For Hourly Fees:				\$136.00

Hourly Fees Recap		
J.Aldort (JAA)	0.50 at \$272.00	\$136.00
Totals:	0.50	\$136.00
Matter Services Total		\$136.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:

Total Outstanding: \$952.00

Title: GARAGE READY (87/310023)
Our Matter No.: 02736-39781US01
Area Of Law: Trademark (Trademark)
Country: United States

Matter Recap

Fees: \$952.00
Disbursements: \$0.00
Total Billed: \$952.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/06/2019	Draft the Request for Reconsideration arguments for this application. Task: TR400 Activity: A103	JAA	3.50	\$272.00	\$952.00

Matter Subtotal For Hourly Fees: \$952.00

Hourly Fees Recap

J.Aldort (JAA)	3.50 at \$272.00	\$952.00
Totals:	3.50	\$952.00

Matter Services Total \$952.00

Exhibit B

January Flat Fee



FEDERAL ID.: 36-3592692

Sears Holdings Management Corp
Attn: Law Department - Invoice Processing,
Location B6-257B
3333 Beverly Road
Hoffman Estates, IL 60179

February 28, 2019
**PLEASE INDICATE INVOICE NUMBER
ON REMITTANCE**
Closing Date: 02/28/2019
Invoice No.: 156581
Client No.: 02736

REMITTANCE PAGE

Invoice Summary

Total Current Invoice	\$15,344.00
Total Amount Due (USD):	\$15,344.00

If you have any questions, please contact Patrick Arnold at 312-775-8112 or parnold@mcandrews-ip.com.

Send Check Payments To:

McAndrews, Held & Malloy, Ltd., Attn: Accounting Department, 500 W. Madison St., Suite 3400, Chicago, Illinois 60661

Wire ACH/Wire Transfer Payments To:

McAndrews, Held & Malloy, Ltd.
PNC Bank
249 Fifth Avenue
One PNC Plaza
Pittsburgh, Pennsylvania 15222

ABA: 043-000-096
ACH Routing Number: 071921891
Wire Routing Number: 041000124
Swift Code: PNCCUS33
Account Number: 4602733592

When sending an ACH/Wire transfer, please reference all invoices being paid. A remittance email should be sent to accounting@mcandrews-ip.com with the client name, date sent, amount and invoice numbers.

PAYMENT IS DUE WITHIN 30 DAYS OF RECEIPT

**ELECTRONIC
INVOICE DETAIL**In Account with:
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500 W. Madison St. Suite 3400 Chicago, IL
60661
(T): (312) 775-8000 (F): (312) 775-8100
<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

Sears Holdings Management Corp
Attn: Law Department - Invoice Processing,
Location B6-257B
3333 Beverly Road
Hoffman Estates, IL 60179

Invoice Date:	2019-02-28
Closing Date:	2019-02-28
Client No:	02736
Invoice No:	156581

IN REFERENCE TO:

Title:	PROGRAMMABLE POWER TOOL WITH BRUSHLESS DC MOTOR (13/735865)
Our Matter No.:	02736-25350US02 (Your Ref. No.:2017002758)
Area Of Law:	Patent (Utility)
Country:	United States

Total Outstanding: \$3,174.40**Matter Recap**

Fees:	\$3,174.40
Disbursements:	\$0.00
Total Billed:	\$3,174.40

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/01/2019	Began review and analysis of a non-final Office Action, the cited references, and the application and figures. Task: QC435 Activity: A104	PHS	1.50	\$376.00	\$564.00
02/01/2019	Began preparing a non-final Office Action response. Task: QC435 Activity: A103	PHS	2.30	\$376.00	\$864.80
02/04/2019	Continued review and analysis of the non-final Office Action, the cited references, and the application and figures. Task: QC435 Activity: A104	PHS	1.00	\$376.00	\$376.00
02/04/2019	Continued preparing the non-final Office Action response. Task: QC435 Activity: A103	PHS	2.00	\$376.00	\$752.00
02/04/2019	Communications with the managing attorney regarding the draft non-final Office Action response. Task: QC435 Activity: A105	PHS	0.30	\$376.00	\$112.80
02/05/2019	Analysis and preparation of Office Action response. Task: QC435 Activity: A104	CCW	0.70	\$560.00	\$392.00
02/05/2019	Filed the non-final Office Action response. Task: QC435 Activity: A108	PHS	0.30	\$376.00	\$112.80

Matter Subtotal For Hourly Fees:**\$3,174.40****Hourly Fees Recap**

P.Sheridan (PHS)	7.40 at \$376.00	\$2,782.40
C.Winslade (CCW)	0.70 at \$560.00	\$392.00
Totals:	8.10	\$3,174.40

Matter Services Total**\$3,174.40**



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:

Total Outstanding: \$750.00

Title: METHODS AND SYSTEMS FOR CONNECTED SALES ASSOCIATE SERVICES (13/486831)
Our Matter No.: 02736-25353US02 (Your Ref. No.:2017002928)
Area Of Law: Patent (Utility)
Country: United States

Matter Recap

Fees: \$792.00
Disbursements: \$0.00
Discounts: (\$42.00)
Total Billed: \$750.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Disc.	Amount
02/06/2019	Addressing issue fee payment, comments on statement of reasons for allowance, and continuation strategy. Task: QC432 Activity: A104	CCW	0.60	\$560.00	(\$42.00)	\$294.00
02/06/2019	Review prosecution history including notice of allowance and claims to determine whether application is in condition for issue fee to be paid; prepare issue fee transmittal and comments on examiner's statement of reasons for allowance; file transmittal, comments, and issue fee with United States Patent and Trademark Office. Task: QC432 Activity: A103	MTC	1.00	\$456.00	\$0.00	\$456.00

Matter Subtotal For Hourly Fees:

\$750.00

Hourly Fees Recap

M.Cruz (MTC)	1.00 at \$456.00	\$456.00
C.Winslade (CCW)	0.60 at \$560.00	\$336.00
Totals:	1.60	\$792.00

Services Discount Total (\$42.00)

Matter Services Total \$750.00



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FEDERAL ID.: 36-3592692

IN REFERENCE TO:		Total Outstanding:	\$3,453.60
Title:	PLANOGRAM ATTRIBUTE RESOLUTION (14/025336)	Matter Recap	
Our Matter No.:	02736-26703US01 (Your Ref. No.:2017002095)	Fees:	\$3,453.60
Area Of Law:	Patent (Utility)	Disbursements:	\$0.00
Country:	United States	Total Billed:	\$3,453.60

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
11/05/2018	Analysis of Office Action and addressing strategy for response. Task: QC435 Activity: A104	CCW	0.30	\$560.00	\$168.00
01/31/2019	Review office action; prepare response to office action. Task: QC435 Activity: A103	MTC	5.80	\$456.00	\$2,644.80
02/04/2019	Analysis and preparation of Office Action response. Task: QC435 Activity: A104	CCW	0.90	\$560.00	\$504.00
02/04/2019	File response with United States Patent and Trademark Office. Task: QC435 Activity: A103	MTC	0.30	\$456.00	\$136.80
Matter Subtotal For Hourly Fees:					\$3,453.60

Hourly Fees Recap		
M.Cruz (MTC)	6.10 at \$456.00	\$2,781.60
C.Winslade (CCW)	1.20 at \$560.00	\$672.00
Totals:	7.30	\$3,453.60

Matter Services Total	\$3,453.60
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FEDERAL ID.: 36-3592692

IN REFERENCE TO:**Total Outstanding: \$3,148.80**

Title: METHOD AND SYSTEM FOR AUTOMATED TARGETED POLLING
VIA AN E-COMMERCE PROMOTIONS PLATFORM
(MX/A/2015/009659)

Our Matter No.: 02736-27868MX01 (Your Ref. No.:2017003059)

Area Of Law: Patent (Utility)

Country: Mexico

Matter Recap

Fees: \$3,148.80
Disbursements: \$0.00
Total Billed: \$3,148.80

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
01/25/2019	Review foreign office action; prepare letter for foreign associate that includes substantive instructions for responding to foreign office action. Task: QC435 Activity: A103	MTC	5.50	\$456.00	\$2,508.00
02/01/2019	Analysis and preparation of response to outstanding Office Action in Mexico. Task: QC435 Activity: A104	CCW	0.90	\$560.00	\$504.00
02/01/2019	Revise letter to foreign associate that includes substantive instructions for responding to foreign office action; send letter to foreign associate. Task: QC435 Activity: A103	MTC	0.30	\$456.00	\$136.80
Matter Subtotal For Hourly Fees:					\$3,148.80

Hourly Fees Recap

M.Cruz (MTC)	5.80 at \$456.00	\$2,644.80
C.Winslade (CCW)	0.90 at \$560.00	\$504.00
Totals:	6.70	\$3,148.80

Matter Services Total \$3,148.80



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<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

IN REFERENCE TO:

Total Outstanding: \$4,067.20

Title: METHODS AND SYSTEMS SUPPORTING CROWD-SOURCED
PROXY SHOPPING VIA AN E-COMMERCE PLATFORM
(14/940389)
Our Matter No.: 02736-28393US02 (Your Ref. No.:2017003064)
Area Of Law: Patent (Utility)
Country: United States

Matter Recap

Fees: \$3,467.20
Disbursements: \$600.00
Total Billed: \$4,067.20

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
01/30/2019	Review office action; prepare response to office action. Task: QC435 Activity: A103	MTC	2.20	\$456.00	\$1,003.20
02/04/2019	Analysis and preparation of Office Action response. Task: QC435 Activity: A104	CCW	4.40	\$560.00	\$2,464.00
Matter Subtotal For Hourly Fees:					\$3,467.20

Hourly Fees Recap

C.Winslade (CCW)	4.40 at \$560.00	\$2,464.00
M.Cruz (MTC)	2.20 at \$456.00	\$1,003.20
Totals:	6.60	\$3,467.20

Matter Services Total \$3,467.20

To Disbursements

Date	Description	Amount
02/05/2019	To cost of extension for response within second month. Expense: E131	\$600.00
Matter Subtotal For Disbursements:		\$600.00

Matter Disbursements Total \$600.00

**ELECTRONIC
INVOICE DETAIL**

In Account with:
MCANDREWS, HELD & MALLOY, LTD.
500 W. Madison St. Suite 3400 Chicago, IL
60661
(T): (312) 775-8000 (F): (312) 775-8100
<http://www.mcandrews-ip.com>

FEDERAL ID.: 36-3592692

IN REFERENCE TO:**Total Outstanding: \$750.00**

Title: SYSTEM AND METHOD FOR AUTOMATICALLY AND SECURELY
REGISTERING AN INTERNET OF THINGS DEVICE (16/107051)
Our Matter No.: 02736-60073US02 (Your Ref. No.:2017002150)
Area Of Law: Patent (Non-Provisional)
Country: United States

Matter Recap

Fees: \$792.00
Disbursements: \$0.00
Discounts: (\$42.00)
Total Billed: \$750.00

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Disc.	Amount
02/07/2019	Addressing issue fee payment, comments on statement of reasons for allowance, and continuation strategy. Task: QC432 Activity: A104	CCW	0.60	\$560.00	(\$42.00)	\$294.00
02/07/2019	Review prosecution history including notice of allowance and claims to determine whether application is in condition for issue fee to be paid; prepare issue fee transmittal and comments on examiner's statement of reasons for allowance; file transmittal, comments, and issue fee with United States Patent and Trademark Office. Task: QC432 Activity: A103	MTC	1.00	\$456.00	\$0.00	\$456.00

Matter Subtotal For Hourly Fees:**\$750.00****Hourly Fees Recap**

M.Cruz (MTC)	1.00 at \$456.00	\$456.00
C.Winslade (CCW)	0.60 at \$560.00	\$336.00
Totals:	1.60	\$792.00

Services Discount Total (\$42.00)**Matter Services Total \$750.00**

Exhibit C

January Off-the-Fixed Fee



FEDERAL ID.: 36-3592692

Sears Holdings Management Corp
Attn: Law Department - Invoice Processing,
Location B6-257B
3333 Beverly Road
Hoffman Estates, IL 60179

February 28, 2019
**PLEASE INDICATE INVOICE NUMBER
ON REMITTANCE**
Closing Date: 02/28/2019
Invoice No.: 156018
Client No.: 02736
Matter No.: 81400US01
Title:
ESL Due Diligence

REMITTANCE PAGE

Invoice Summary

Total Current Invoice	\$17,220.57
Total Amount Due (USD):	\$17,220.57

If you have any questions, please contact Patrick Arnold at 312-775-8112 or parnold@mcandrews-ip.com.

Send Check Payments To:

McAndrews, Held & Malloy, Ltd., Attn: Accounting Department, 500 W. Madison St., Suite 3400, Chicago, Illinois 60661

Wire ACH/Wire Transfer Payments To:

McAndrews, Held & Malloy, Ltd.
PNC Bank
249 Fifth Avenue
One PNC Plaza
Pittsburgh, Pennsylvania 15222

ABA: 043-000-096
ACH Routing Number: 071921891
Wire Routing Number: 041000124
Swift Code: PNCCUS33
Account Number: 4602733592

When sending an ACH/Wire transfer, please reference all invoices being paid. A remittance email should be sent to accounting@mcandrews-ip.com with the client name, date sent, amount and invoice numbers.

PAYMENT IS DUE WITHIN 30 DAYS OF RECEIPT



In Account with:
MCANDREWS, HELD & MALLOY, LTD.
500 W. Madison St. Suite 3400 Chicago, IL
60661
(T): (312) 775-8000 (F): (312) 775-8100
<http://www.mcandrews-ip.com>

INVOICE SUMMARY

FEDERAL ID.: 36-3592692

THIS MONTH'S BILLING SUMMARY

Total Fees	\$17,156.80
Hourly Fees	\$17,156.80
Total Disbursements	\$63.77
Total Monthly Fees And Disbursements	\$17,220.57
Net Fees And Disbursements	\$17,220.57

Total Amount Due: \$17,220.57



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<http://www.mcandrews-ip.com>

INVOICE DETAIL

FEDERAL ID.: 36-3592692

Sears Holdings Management Corp
Attn: Law Department - Invoice Processing,
Location B6-257B
3333 Beverly Road
Hoffman Estates, IL 60179

Invoice Date:	2019-02-28
Closing Date:	2019-02-28
Client No:	02736
Invoice No:	156018

IN REFERENCE TO:

Title:	ESL Due Diligence
Our Matter No.:	02736-81400US01
Area Of Law:	General
Country:	United States

Total Outstanding: \$17,220.57

Matter Recap

Fees:	\$17,156.80
Disbursements:	\$63.77
Total Billed:	\$17,220.57



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INVOICE DETAIL

FEDERAL ID.: 36-3592692

To Professional Services (Hourly Fees)

Date	Description	Prof.	Hours	Rate	Amount
02/01/2019	Continued collecting closing materials required by APA (3.2); continued reviewing and updating perfection certificate (2.4); conferral with registrars regarding auth codes (.4); conferral with team and bankruptcy counsel regarding IP being allowed to lapse (.8). Task: C300 Activity: A104	RHS	6.80	\$464.00	\$3,155.20
02/01/2019	Review of case files for documents of value; gathered same. Task: TR130 Activity: A110	NLM	4.00	\$184.00	\$736.00
02/04/2019	Review of litigation dockets for cases pending against Sears or Kmart; updated litigation chart accordingly (3.1); review of several files received from GT in connection with identifying documents to be provided to Sears as part of the closing (1.9). Task: C300 Activity: A104	RHS	5.00	\$464.00	\$2,320.00
02/04/2019	Review of case files for documents of value; gathered same; coordinated shipment. Task: TR130 Activity: A110	NLM	2.00	\$184.00	\$368.00
02/05/2019	Conferral with prior Sears employees regarding location of IP documents (.4); conferral with Sears Canada bankruptcy counsel and review of pleadings regarding Sears Canada bankruptcy and transfer of IP to Sears Brands (1); multiple conversations with CSC regarding transfer of domains (1); conferral with Denneweyer regarding status of bankruptcy and collection of materials regarding Denneweyer's recent actions; updated docket and to do list accordingly (1.4); review of Annexes to confirm they are complete (1.5); review of materials collected in response to closing instructions (2.9). Task: C300 Activity: A104	RHS	8.20	\$464.00	\$3,804.80
02/05/2019	Review of case files for documents of value; gathered same. Task: TR130 Activity: A110	NLM	1.00	\$184.00	\$184.00
02/06/2019	Continued review of materials collected by MHM in response to closing instructions (2); conferral with registrars and review of auth codes provided (1); review of materials provided by Baker and Denneweyer; updated dockets accordingly (1.8). Task: C300 Activity: A103	RHS	4.80	\$464.00	\$2,227.20
02/07/2019	Multiple conversations with CSC regarding auth codes (1.1); conferral with client regarding delivery of original files (.4); continued review of materials collected for closing; provided materials to client (3); responded to questions raised by Cleary in connection with deal documents, including confirming identity of IP, updating schedules to reflect current status of recently issued/filed cases, and confirming ownership issues (SBD, Coldwell, SR Foundation) (4.9). Task: C300 Activity: A104	RHS	9.40	\$464.00	\$4,361.60

Matter Subtotal For Hourly Fees:

\$17,156.80

Hourly Fees Recap

R.Spuhler (RHS)	34.20 at \$464.00	\$15,868.80
N.Monaco (NLM)	7.00 at \$184.00	\$1,288.00
Totals:	41.20	\$17,156.80

Matter Services Total

\$17,156.80



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INVOICE DETAIL

FEDERAL ID.: 36-3592692

To Disbursements

Date	Description	Amount
02/15/2019	Delivery services/messengers. Expense: E107	\$63.77
Matter Subtotal For Disbursements:		\$63.77

Matter Disbursements Total	\$63.77
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